

TANNER ROLAND S

Form 4

August 16, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
TANNER ROLAND S

2. Issuer Name and Ticker or Trading
Symbol

AMERICAN STATES WATER CO
[AWR]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

630 E FOOTHILL BLVD

(Street)

SAN DIMAS, CA 91773

(City)

(State)

(Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
08/15/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

VICE PRESIDENT

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Shares	06/01/2012		A	32,103.7 (1)	\$ 36.61	19,221.3193	D
Common Shares	08/15/2012		M	4,320	\$ 33.73	23,541.3193	D
Common Shares	08/15/2012		M	4,302	\$ 2,379	25,920.3193	D
Common Shares	08/15/2012		S	1,700	\$ 44.7	24,220.3193	D
Common Shares	08/15/2012		S	550	\$ 44.71	23,670.3193	D

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Common Shares	08/15/2012	S	149	D	\$ 44.72	23,521.3193	D
Common Shares	08/15/2012	S	300	D	\$ 44.75	23,221.3193	D
Common Shares	08/15/2012	S	500	D	\$ 44.78	22,721.3193	D
Common Shares	08/15/2012	S	300	D	\$ 44.79	22,421.3193	D
Common Shares	08/15/2012	S	300	D	\$ 44.8	22,121.3193	D
Common Shares	08/15/2012	S	900	D	\$ 44.83	21,221.3193	D
Common Shares	08/15/2012	S	200	D	\$ 44.84	21,021.3193	D
Common Shares	08/15/2012	S	300	D	\$ 44.86	20,721.3193	D
Common Shares	08/15/2012	S	198	D	\$ 44.88	20,523.3193	D
Common Shares	08/15/2012	S	100	D	\$ 44.91	20,423.3193	D
Common Shares	08/15/2012	S	502	D	\$ 44.92	19,921.3193	D
Common Shares	08/15/2012	S	100	D	\$ 44.94	19,821.3193	D
Common Shares	08/15/2012	S	100	D	\$ 44.96	19,721.3193	D
Common Shares	08/15/2012	S	300	D	\$ 45.02	19,421.3193	D
Common Shares	08/15/2012	S	200	D	\$ 45.06	19,221.3193	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			(A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 36.38	08/15/2012		M			4,320	01/29/2007	01/29/2016	Common Shares	4,320
Employee Stock Options (Right to Buy)	\$ 36.61	08/15/2012		M			2,379	01/01/2008	01/01/2017	Common Shares	2,379

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TANNER ROLAND S 630 E FOOTHILL BLVD SAN DIMAS, CA 91773			VICE PRESIDENT	

Signatures

/s/ Roland S.
Tanner

08/16/2012

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) DER units credited on 6/1/2012 as dividend at FMV

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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